

RULES AND REGULATIONS
OF THE PORTAGE COUNTY PORTAGE COUNTY
LAND REUTILIZATION CORPORATION

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Amendments

1. Resolution # _____ Amendments adopted January 22, 2015 (Article II Section 5; Article II Section 9; Article IV Section 5; Article VI Section 3; and Article IX I).
2. Resolution # _____ Amendment adopted February 26, 2015 (Article IV Section 2).
3. Resolution # _____ Amendment adopted April 30, 2015 (Article X (Conflict of Interest Policy) replaced as shown).
4. Resolution # _____ Amendment adopted January 20, 2016 (Article II Section 12; and Article III Sections 1, 2, 3, and 4).

RULES AND REGULATIONS
OF THE PORTAGE COUNTY PORTAGE COUNTY
LAND REUTILIZATION CORPORATION

ARTICLE I—THE CORPORATION

Section 1. Corporate Name.

The name of the Corporation shall be “Portage County Land Reutilization Corporation” (hereinafter referred to as the “Corporation”).

Section 2. Principal Office.

The place in the State of Ohio (the “State”) where the principal office of the Corporation is located is the County of Portage, Ohio.

Section 3. Nonprofit Corporation.

The Corporation has been organized as a county land reutilization corporation, under Chapter 1724 of the Ohio Revised Code (the “Community Improvement Corporation Law”) and Chapter 1702 of the Ohio Revised Code (the “Nonprofit Corporation Law”). The Corporation shall carry on only such activities as are consonant with the purposes set forth in Article I Section 4 of this Code of Regulations and in its Articles of Incorporation and in the laws of the State applicable to the Corporation. It is intended that the Corporation shall have the status of an organization which derives its income from the exercise of essential governmental functions and the income of which, if not used by the Corporation for the continuance of its purposes, accrues to the County of Portage, Ohio (the “County”) and is not included in gross income for federal income tax purposes under Section 115(1) of the Internal Revenue Code of 1986, and all regulations issued thereunder (the “Code”). All authority and activities of the Corporation shall be limited accordingly. Notwithstanding any other provision of the Corporation’s Articles of Incorporation or this Code of Regulations, the Corporation shall not directly or indirectly carry on any activity which would prevent it from claiming or maintaining exemption from federal income taxation. The Corporation is not organized for profit and shall not have any authority to issue capital stock. The Corporation shall have perpetual existence.

Section 4. Corporate Purposes; Powers.

The Corporation is a county land reutilization corporation, as defined in R.C 1724.01(A)(3) of the Ohio Revised Code, and shall be operated for the purposes of exercising the essential governmental purposes provided for under Chapter 1724 and Chapter 5722 of the Ohio Revised Code (the “Land Reutilization Law”).

In furtherance thereof, the Corporation shall have and may exercise all the powers granted to it in Revised Code Chapters 1724 and 1702, including the enablements afforded to land reutilization corporations under S.B. 353, 127th General Assembly, and any other section of the Ohio Revised Code in which it is expressly given, whether specifically as county land reutilization corporation or a nonprofit corporation as principal or agent, the power to take any action or refrain from taking any action, including, but not limited to, the following powers:

- A. To borrow money for any of the purposes of the Corporation by means of loans, lines of credit and other financial instruments or securities, including the issuance of its bonds, debentures, notes, or other evidences of indebtedness, whether secured or unsecured, and to secure the same by mortgage, pledge, deed of trust, or other lien on its property, franchises, rights, and privileges of every kind and nature or any part thereof or interest therein.
- B. To request by resolution that:
 - a. the Portage County Board of County Commissioners (the “Board of Commissioners”) pledge a specifically identified source or sources of revenue pursuant to division (C) of Section 307.78 of the Ohio Revised Code as security for a borrowing of the Corporation; and
 - b.
 - i. if the land subject to reutilization is located within an unincorporated area of the County, that the Board of Commissioners issue (A) notes under Section 307.082 of the Ohio Revised Code for the purpose of constructing public infrastructure improvements and take such other actions as the Board of Commissioners determines are in the interest of the County and are authorized under Sections 5709.78 to 5709.81 of the Ohio Revised Code or (B) bonds or notes under Section 5709.81 of the Ohio Revised Code for the refunding purposes set forth in that section; or
 - ii. if the land subject to reutilization is located within the corporate boundaries of a municipal corporation, that the municipal corporation issue bonds for the purpose of constructing public infrastructure improvements and take such other actions as it determines are in its interest and are authorized under Sections 5709.40 to 5709.43 of the Ohio Revised Code.
- C. To make loans to any person, firm, partnership, corporation, joint stock company, association, or trust, and to establish and regulate the terms and conditions with respect to any such loans.
- D. To purchase, receive, hold, manage, lease, lease-purchase or otherwise acquire, and to sell, convey, transfer, lease, sublease, or otherwise dispose of real and personal property, together with such rights and privileges as may be incidental and appurtenant thereto and the use thereof, including but not restricted to, any real or personal property acquired by the Corporation from time to time in the satisfaction of debts or enforcement of obligations, and to enter into contracts with third parties, including the federal government, the State, any political subdivision or any other entity, except as otherwise limited in Section 1724.02(C) of the Ohio Revised Code.
- E. To acquire the good will, business, rights, real and personal property, and other assets, or any part thereof, or interest therein, of any persons, firms, partnerships, corporations, joint stock companies, associations, or trusts, and to assume, undertake, or pay the obligations, debts, and liabilities of any such person, firm, partnership, corporation, joint stock company, association, or trust; to acquire, reclaim, manage, or contract for the management of, improved or unimproved and underutilized real estate for the purpose of constructing industrial plants, other business establishments or housing thereon, or otherwise causing the same to occur, for the purpose of assembling and enhancing utilization of the real estate, or for the purpose of disposing of such real estate to

others in whole or in part for the construction of industrial plants, other business establishments or housing; and to acquire, reclaim, manage, contract for the management of, construct or reconstruct, alter, repair, maintain, operate, sell, convey, transfer, lease, sublease, or otherwise dispose of industrial plants, business establishments or housing, except as otherwise limited in Section 1724.02(D) of the Ohio Revised Code.

- F. To acquire, subscribe for, own, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the stock, shares, bonds, debentures, notes, or other securities and evidences of interest in, or indebtedness of, any person, firm, corporation, joint stock company, association, or trust, and while the owner or holder thereof, to exercise all the rights, powers, and privileges of ownership, including the right to vote therein; provided, however, that no tax revenue, if any, received by the Corporation shall be used for such acquisition or subscription in violation of Article VIII, Section 6, Ohio Constitution.
- G. To mortgage, pledge, or otherwise encumber any property acquired pursuant to the powers contained in divisions D., E., or F. of this section.
- H. To serve as an agent for grant applications and for the administration of grants or to make applications as principal for grants for the Corporation.
- I. To exercise the powers enumerated under Chapter 5722. of the Ohio Revised Code on behalf of the County or a county which contracts with the Corporation.
- J. To enter into agreements with a political subdivision that has designated the Corporation as its agency for reclamation, rehabilitation, and reutilization of vacant, abandoned, tax-foreclosed, or other real property within the political subdivision.
- K. To engage in code enforcement and nuisance abatement, including, but not limited to, cutting grass and weeds, boarding up vacant or abandoned structures, and demolishing condemned structures on properties that are subject to a delinquent tax or assessment lien, or property for which a municipal corporation or township has contracted with the Corporation to provide code enforcement or nuisance abatement assistance.
- L. To charge fees or exchange in-kind goods or services for services rendered to political subdivisions and other persons or entities for whom services are rendered.
- M. To employ and provide compensation for an executive director who shall manage the operations of the Corporation and shall employ others for the benefit of the Corporation as approved and funded by the Board of Directors, as defined in Section 3.1 hereof.
- N. To purchase tax certificates at auction, negotiated sale, or from a third party who purchased and is a holder of one or more tax certificates issued pursuant to Sections 5721.30 to 5721.43 of the Ohio Revised Code.
- O. To be assigned a mortgage on real property from a mortgagee in lieu of acquiring such real property subject to a mortgage, except as otherwise limited in Section 1724.02(N) of the Ohio Revised Code.

- P. To do all acts and things necessary or convenient to carry out the purposes of Section 1724.01 of the Ohio Revised Code and the powers especially created for a county land reutilization corporation in Chapter 1724 of the Ohio Revised Code, including, but not limited to, contracting with the federal government, the State or any political subdivision thereof (including agreements pursuant to divisions (A)(3) and (B) of Section 1724.10 of the Ohio Revised Code), and any other party, whether non-profit or for-profit.

ARTICLE II—Meetings

Section 1. Place of Meetings

All meetings of the Portage County Land Reutilization Corporation shall be held at a location as designated from time to time by the Chair of the Board of Directors.

Section 2. Annual Meeting

An annual meeting of voting members shall be held on the first Monday of the fourth month following the close of each fiscal year of the corporation. The principal purpose of the annual meeting is the approval of the annual financial report. Should the filing of the annual report with the Auditor of the State of Ohio be extended beyond 120 days following the close of the fiscal year, the annual meeting may be held at a later date, but prior to the filing of the annual financial report with the Auditor of State. Notice of such meetings shall be given to the Directors at least fourteen (14) days before the time of such meeting.

Section 3. Regular Meetings

Meetings shall be held at least quarterly on such date and at such time and place as shall be designated by the Chair of the Board of Directors. Notice of such meetings shall be given to the Directors at least seven (7) days before the time of such meeting.

Section 4. Special Meetings

The Chair, the Vice Chair or any three Directors, upon at least 24 hours notice given to each Director, may call a special meeting of the Board of Directors.

Section 5. Notice of Meetings

The Executive Director shall establish a procedure, which shall provide for public notice of meeting of the Board of Directors of the Portage County Portage County Land Reutilization Corporation, which notice shall contain the time, place and date of any meeting of the Portage County Land Reutilization Corporation. Said procedure shall fully comply with the provisions of Sections 1702.18 and 1702.31 of the Revised Code of Ohio, and where applicable be open to the public.

Section 6. Quorum

A majority of all the Directors of the Portage County Land Reutilization Corporation shall constitute a quorum for the transaction of business, but a lesser number may adjourn any meeting. The affirmative

vote of a majority of the Directors shall be necessary to pass any resolution; a majority of the Directors present at any meeting shall be necessary to pass any motion or to conduct any other business, which may come before the meeting.

For purposes of these Rules and Regulations, "All the Directors" shall mean the total number of Directors' positions authorized by Article III Section 1.A. of the Rules and Regulations of the Corporation.

Section 7. Motions or Resolutions

Action of the Board of Directors shall be by resolution or motion. Resolutions shall be in written form. On the passage of every resolution or motion, the vote shall be entered in appropriate Journals.

Section 8. Journals

Minutes of all meetings shall be recorded in books or in an electronic format, which shall be designated as the Journal of the Portage County Land Reutilization Corporation. With respect to each meeting, there shall be shown the date and place, the members present, a summary of things done, and a record of each vote taken. Resolutions adopted may be set forth in full in the minutes or identified by appropriate reference.

A separate Journal designated as the Resolutions Journal shall be kept, which shall set forth the full text of each resolution adopted by the Board of Directors, together with identification by appropriate numbering system, and a record of the date and the vote upon its adoption. The Resolutions Journal may be kept in book or electronic format.

All Journals shall be open to public inspection at all reasonable times at the office of the Chair of the Board, and will be available on the CLRC website.

Section 9. Open Meetings

All meetings of the Board of Directors of the Portage County Land Reutilization Corporation at which a decision or determination of the Board is required for reclamation, rehabilitation, reutilization of vacant, abandoned, tax-foreclosed, or other real property, or for the holding, managing, or assisting governmental or other entities to assemble and clear title to such property, or for promoting economic and housing development shall be open to the public (except as provided in Ohio R.C. 1724.11). All other meetings of the Board shall be held in accordance with Ohio R.C. Chapter 1702.

Section 10. Conduct of Meetings

Meeting of the Board of Directors shall be conducted in accordance with the following procedures:

- A. **Vote:** On the passage of every resolution or motion, vote shall be entered upon the appropriate Journal of the Portage County Land Reutilization Corporation. Any member of the Board of Directors shall be permitted to change his vote until roll call has been verified and result declared.
- B. **Division of Question.** If any question contains two or more divisible propositions, the presiding officer may, and upon request of a member shall, divide the same.

- C. **Order of Business.** The business of regular meetings of the Board of Directors shall generally be transacted in the following order:
1. Roll Call
 2. Submission of minutes of preceding meeting
 3. Reports and communications from the Chair, Secretary, Treasurer and the Administration
 4. Other reports and communication
 5. Reports of standing committees
 6. Reports of special committees
 7. Considerations of pending resolutions and motions
 8. Introduction of new resolutions and motions
 9. Other business
 10. Public comment
 11. Adjournment
- D. **Motions.** Motions shall be presented, second, and acted upon, in accordance with recognized parliamentary procedures. Upon request of any member, any motion shall be reduced to writing. Any motion may be withdrawn by the maker with the consent of the second before it has been amended or voted upon. All motions which have been entertained by the Chair shall be entered upon the minutes of the meeting.
- E. **Reconsideration.** After decision of any question, any member who voted with the majority may move a reconsideration of any action at the same or the next succeeding meeting; provided that a resolution authorizing or relating to any contract may be reconsidered at any time before final execution thereof.
- F. **Acting Chair.** In the absence of the Chair and Vice Chair, a quorum of the Board being present, the meeting shall be called to order by the Secretary for the sole purpose of entertaining a motion to nominate an Acting Chair. An Acting Chair shall then be selected by majority vote of the members present.

Section 11. Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Board of Directors of the Portage County Land Reutilization Corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Board may adopt.

Section 12. Action without a Meeting; No Proxy; Participation by Telephone

Any action that may be authorized or taken at a meeting of the Board of Directors not required to be open (see Article II Section 9) may be authorized or taken without a meeting by the affirmative vote or approval of, and in a writing or writings signed by, or in an email or emails containing an affirmative vote or approval of, all the Directors. Any writing(s) or email(s) of this type will be filed with or entered on the record of the Corporation. Voting by proxy shall not be permitted.

In addition, while Directors are expected to attend all Board of Director meetings, in the event of illness or other circumstance where a Director cannot attend, he or she is encouraged to participate by telephone as follows: A Director may participate in a meeting of the Board of Directors not required to be open (see Article II Section 9), as if in attendance, by telephone so long as that Director can be heard by all Directors in attendance at the meeting and all such Directors can hear the Director participating by telephone in the meeting.

ARTICLE III—Directors

Section 1. General Provisions

Pursuant to and in accordance with R.C. 1724.03(B) the Board of Directors of the Corporation (“Directors”) shall be composed of seven (9) members who shall include the following:

- A. The Portage County Treasurer; Two (2) members of the Board of County Commissioners (“County Directors”); One (1) representative of a township with a population at least ten thousand (10,000) people in the unincorporated area of the township according to the most recent federal decennial census, if such a township exists in the County (“Township Director”), selected by the Portage County Township Trustee Association and One (1) representative of the largest municipal corporation, based on the population according to the most recent federal decennial census that is located in the County (“Municipal Director”) (collectively referred to as “Statutory Directors”), and the following two (2) representatives (collectively referred to as “Appointed Directors”);
- B. One (1) member with private sector or nonprofit experience in rehabilitation or real estate acquisitions, which member shall be selected by the majority vote of the Statutory Directors; and
- C. One (1) member with experience in real estate financing, which member shall be selected by the majority vote of the Statutory Directors.

Section 2. Terms

- A. County Directors. The term of office of each County Director shall run concurrently with the term of office of that elected official.
- B. Municipal and Township Directors. The term of the Municipal Director and Township Director shall be determined by the entity which appointed said Director.
- C. Appointed Directors. The term of office of each Appointed Director shall be two (2) years.

Section 3. Representatives of Directors.

Each of the County Directors may appoint a representative to act for the Director appointing the representative, at any meeting of the Directors that the Director would otherwise personally attend or in which the Director would otherwise participate or take action by vote. Such appointment shall be made in writing to the Chair of the Board of Directors prior to the representative participating or taking any action by vote. The appointment of such a representative shall not prohibit such Director from personally exercising all the rights of a Director at any meeting of the Directors that the Director personally at-

tends or in which the Director otherwise participates or takes action by vote. The term of such appointment shall run until the earlier to occur of: (i) the expiration of the term of the appointing Director or (ii) the appointment of a successor representative by the appointing Director. As used in this Code of Regulations, a duly appointed representative of any Director means a Director of the Corporation for purposes of a quorum and all other business of the Board of Directors.

Section 4. Replacement of Directors

- A. **Municipal Director** The municipal corporation that appointed the Municipal Director may replace such Municipal Director at any time with thirty (30) days prior written notice signed by the chief executive officer, the chief legal officer, or other duly authorized public official of such municipal corporation and delivered to the Chair of the Board of Directors (which thirty-day notice period the Chair may, in his discretion, waive). Such notice shall include a statement that the municipal corporation is replacing the Municipal Director and shall state the name of such Director's respective replacement. Except for such written notice as provided in this Section, the Board need not obtain any further evidence of the replacement of a Municipal Director and shall not have any power to veto or void such appointment.

- B. **Township Director** The Portage County Township Association that appointed the Township Director may replace such Township Director at any time with thirty (30) days' prior written notice signed by the duly authorized officer of such Portage County Township Association and delivered to the Chair of the Board of Directors (which thirty-day notice period the Chair may, in his discretion, waive). Such notice shall include a statement that the Portage County Township Association is replacing the Township Director and shall state the name of such Director's respective replacement. Except for such written notice as provided in this Section, the Board need not obtain any further evidence of the replacement of a Township Director and shall not have any power to veto or void such appointment.

- C. **Appointed Directors**
 - 1. **Resignation of Appointed Director.** An Appointed Director may, at any time with forty-five (45) days' prior written notice to the Chair of the Board of Directors resign from the office of Director of the Corporation. Upon receiving the notice of resignation of an Appointed Director, the Chair shall call a meeting of the Statutory Directors for the purpose of selecting a replacement for the resigning Appointed Director.
 - 2. **Removal of Appointed Director.** Any Appointed Director may at any time be removed from office upon an affirmative vote of the Directors at a meeting called for such purpose.
 - 3. **Vacancy in the Office of Appointed Director.** If a vacancy occurs in one or more of the offices of Appointed Directors, whether from death, disability or otherwise, the Chair of the Board of Directors shall notify all Statutory Directors and shall schedule a meeting of such ex officio Directors for the purpose of selecting a replacement to fill the vacancy or upon the expiration of an Appointed Director's term, the Statutory Directors shall within thirty (30) days thereafter, select the successor to such Director, provided that there shall be no prohibition on reappointing such Appointed Director to a successive two year term.

Section 5. Authority and Duties of Directors.

Except where the Community Improvement Corporation Law, the Nonprofit Corporation Law, the Land Reutilization Law, the Articles of Incorporation or this Code of Regulations (including the provisions of Article III) require that action be otherwise authorized or taken, all of the authority of the Corporation shall be vested in and exercised under the direction of, and by the affirmative vote of a majority of the Board of Directors acting at a meeting of such Board at which a quorum is present. The Board of Directors shall have authority to make, prescribe and enforce all rules and regulations for the conduct of the business and affairs of the Corporation and the management and control of its properties. Without limiting the generality of the foregoing, the Corporation acting through its Board of Directors may employ and provide compensation for an executive director whose title shall be Executive Director of the Corporation (the "Executive Director") and who shall manage the daily operations of the Corporation

Section 6. Compensation

Members of the board shall not be compensated for their services as director.

Section 7. Reimbursement of Expenses

Members of the Board may be reimbursed for their reasonable expenses in the performance of their duties.

ARTICLE IV—Officers

Section 1. General Provisions

The Board of Directors shall elect a Chair and a Vice Chair and appoint a Secretary and a Treasurer.

Section 2. Term of Office

Officers shall be elected at the annual meeting of the Board of Directors (voting members) to be held as set forth in Article II Section 2 of the Rules and Regulations. They shall serve on a calendar year basis, and until their successors are elected and qualified.

Any officer may resign by giving written notice to the Secretary, or in the event of resignation of the Secretary, by giving written notice to the Chair. Resignation shall be effective as of the date stated in such resignation. Notice of resignation shall be transmitted by the officer receiving the same to all members of the Board of Directors.

Section 3. Removal

All officers shall serve at the pleasure of the Board of Directors, and shall be subject to removal at any time.

Section 4. Vacancies

Vacancies in all offices shall be filled by the Board of Directors.

Section 5. Chair

The Chair shall be a member of the Board of Directors. He/she shall preside at all meetings of the Board of Directors, shall be an executive officer of the Portage County Land Reutilization Corporation and shall exercise supervision over the business of the Portage County Land Reutilization Corporation and over its officers and employees. He/she, or the Vice-Chair, shall have authority to sign all contracts, releases, bonds, notes and other instruments and documents to be executed on behalf of the Portage County Land Reutilization Corporation requiring his/her signature, without derogation of the authority specifically granted by the rules or by the Board of Directors to other persons. He/she shall perform such other duties and have such other authority as may be prescribed by the laws of Ohio or may be assigned to him/her from time to time by the Board of Directors.

Section 6. Vice Chair

The Vice Chair shall be a member of the Board of Directors. He/she shall perform the duties and have the authority of the Chair during the absence or disability of the Chair, and shall preside at the meetings of the Board of Directors when and while the Chair shall vacate the Chair. The Vice Chair shall perform such other duties and have such other authority as may be assigned to him/her from time to time by the Board of Directors or the Chair. At the request of the Chair, or in his/her absence or disability, the Vice Chair shall perform all the duties of the Chair, and when so acting shall have all the powers of the Chair. The authority of the Vice Chair to sign in the name of the Portage County Land Reutilization Corporation all contracts, releases, bonds, notes and other instruments and documents to be executed on behalf of the Portage County Land Reutilization Corporation shall be coextensive with like authority of the Chair.

Section 7. Treasurer

- A. The Treasurer need not be a member of the Board of Directors.
- B. Before entering upon his/her duties, the Treasurer shall give a surety bond to the Portage County Land Reutilization Corporation in a sum to be determined from time to time by the Board of Directors. Such bond shall be conditioned upon the faithful performance of the duties of the office, to be executed by sureties satisfactory to the Portage County Land Reutilization Corporation. The cost of such bond and any other bonds required by these Rules and Regulations shall be paid by the Portage County Land Reutilization Corporation.
- C. The Treasurer shall cause to be kept accurate books of account of all transactions on behalf of the Portage County Land Reutilization Corporation.
- D. The Treasurer shall have the care and custody of the funds of the Portage County Land Reutilization Corporation and may on behalf of the Portage County Land Reutilization Corporation endorse for deposit or collection all drafts, checks, notes and other instruments and orders for the payment of money to the Portage County Land Reutilization Corporation of its order, and to sign receipts. Therefore, the Treasurer shall also be empowered on behalf of the Portage County Land Reutilization Corporation to endorse checks on which the Portage County Land Reutilization Corporation is designated as a joint payee for its own protection under leases, contracts, insurance settlements and other documents; and to deliver such checks to the other payees or such other persons

as are properly entitled to receive the same; and to report each transaction of this nature to the Board of Directors

- E. The Treasurer shall have authority to sign, on behalf of the Portage County Land Reutilization Corporation, all vouchers for payments to be made by the Portage County Land Reutilization Corporation and checks, drafts, notes and other obligations of the Portage County Land Reutilization Corporation for the payment of money by the Portage County Land Reutilization Corporation in the manner and to the extent provided in these Rules and Regulations.
- F. The Treasurer shall, from time to time, with the approval of the Board of Directors, allocate and reallocate the funds of the Portage County Land Reutilization Corporation into inactive funds, active funds and special funds, as provided or permitted by law.
- G. The Treasurer shall assist in the preparation of the annual budget and appropriations; shall maintain operations and expenditures within the budget and appropriations and shall establish budget procedures and maintain supervision over budget control.
- H. The Treasurer shall have such other authority and perform such other duties as are conferred by law upon or incident to the office of Treasurer of an authority, board, commission or business organization. The Secretary shall be deemed to have discharged his responsibilities under these rules if he shall have caused the same to be discharged by an assistant or employee properly authorized or assigned to the Treasurer by the Board of Directors, except as to any duties which under the law can be discharged only by the Treasurer of a Portage County Land Reutilization Corporation, pursuant to the provisions of Chapter 4582 of the Revised Code of Ohio.
- I. The Treasurer shall have authority to sign, on behalf of the Portage County Land Reutilization Corporation, powers of attorney required by the Department of Treasury.
- J. The Treasurer may be compensated for his/her services such sum of money as the Board of Directors may determine and may be reimbursed for reasonable expenses incurred in the performance of these duties.

Section 8. Secretary

- A. The Secretary need not be a member of the Board of Directors.
- B. The Secretary shall attend all meetings of Board of Directors and shall keep accurate records of the proceedings at such meetings, which shall be attested by the Secretary. The Secretary shall have such authority and perform such duties as are provided by law and such as may, at any time and from time to time, be delegated to the Secretary by the Board of Directors.
- C. The Secretary shall be secretary to all committees, and when directed by the Chair of any committee, shall cause minutes of each meeting to be kept.

Section 9. Delegation of Duties

There is reserved in the Board of Directors the authority, from time to time, to delegate, transfer or assign duties, to the extent permitted by law.

Section 10. Execution of Instruments

- A. **Deeds, Leases, Contracts and Other Agreements** Deeds, leases, contracts, agreements and all other documents excepting those referred to in Paragraph B below, shall be signed by the person or officer specified in any pertinent statute as the person or officer required to execute such instrument. If no such statutory requirement exists, such instruments shall be signed by the Chair or Vice Chair, and by the Treasurer, but the Board of Directors may at any time or from time to time designate one or more of its members or any other employee or officer to execute any such instrument for and on behalf of the Corporation.
- B. **Checks, Drafts, Etc.** Checks, drafts, notes, bonds and other instruments requiring the payment of sums of money shall be executed with two signatures: one being of the Chair or Vice Chair, and the other being the Treasurer.

The Board of Directors may at any time or from time to time designate one or more of its members or any other employee or officer to execute any such instrument for and on behalf of the Corporation.

Section 11. Indemnification

- A. Except for civil actions in which the Portage County Land Reutilization Corporation is the plaintiff, the Portage County Land Reutilization Corporation shall indemnify a director, officer or employee from liability incurred in the performance of his or her duties to the full extent permitted by law or as limited by this Section 11. The maximum aggregate amount of indemnification paid directly from Portage County Land Reutilization Corporation Funds to or on behalf of any director, officer or employee pursuant to this paragraph shall be One Million Dollars (\$1,000,000.00) per occurrence.
- B. The Portage County Land Reutilization Corporation shall not indemnify a director, officer or employee in relation to the following matters:
 - (a) Those as to which he or she shall be finally adjudged in such litigation to be liable because of material dereliction in the performance of his or her duties as Director, Officer, or employee or agent of the Corporation or
 - (b) Those which have resulted in a judgment in favor of the Corporation and against him or her, or which are settled by any payment by him or her to the Corporation.
- C. The Portage County Land Reutilization Corporation shall purchase a policy or policies of insurance on behalf of directors, officers and employees of the Portage County Land Reutilization Corporation from an insurer or insurers licensed to do business in Ohio providing coverage for damages in connection with any civil action, demand; or claim

against the director, officer or employee by reason of an act or omission by the director, officer or employee occurring in the performance of his or her duties.

ARTICLE V—Committees

Section 1. Committees

The Chair may, from time to time, create committees, and appoint members and Chair therefore.

Section 2. Committee Meetings

In the absence of a Chair or Vice Chair, a quorum of any committee being present, a temporary Chair shall be selected by majority vote of the members present.

Section 3. Advisory Board

The Board of Directors may maintain and name the members of an Advisory Board.

ARTICLE VI—Annual Budget, Appropriations and Contracts

Section 1. Interim Budget

The Board of Directors shall prepare an initial interim operating budget for the fiscal period commencing on the date of the approval of such budget through December 31st thereafter. Upon the endorsement of approval by the Board of Directors, the initial interim budget shall be fully effective for purposes of the Corporation's making expenditures in connection with its operations. The initial interim budget shall be in such form so as to allow the Corporation, either through its initial form or an amended form thereof, to comply with the reporting requirements set forth in Revised Code Section 1724.05. The initial interim budget may be amended from time to time, but no amendment shall extend the end of the initial fiscal period.

Section 2. Annual Budget

The Board of Directors shall annually prepare a budget for the Portage County Land Reutilization Corporation. The annual budget shall govern the expenditures of the Corporation during the fiscal year to which such budget applies. On and after the commencement of a fiscal year, the annual budget adopted for such fiscal year may be amended or supplemented by the Board of Directors as circumstances warrant. No binding monetary obligation of the Corporation shall be entered into unless there exists at the time in the applicable budget line item an unencumbered balance in an amount no less than lesser of (a) the amount of the monetary obligation to be incurred without either the amendment or supplement of such budget and line item by the Board of Directors and (b) the amount of the monetary obligation that will be due and payable in the fiscal year in which the monetary obligation is incurred.

Section 3. Contracts

No contract involving an expenditure or commitment by the Portage County Land Reutilization Corporation of \$5,000.00 or more shall be made unless the same shall have been authorized by resolution of the Board of Directors. Contracts involving expenditures of less than \$5,000.00 may be made by the Chair.

Section 4. Audits

The Board of Directors shall have an audit performed annually by an independent certified Public accountant or by the Auditor of State.

Section 5. Fiscal Year

The fiscal year shall be January 1 through December 31.

ARTICLE VII—Administration

Section 1. General Provisions

The Board of Directors shall provide for the administration of the Portage County Land Reutilization Corporation in accordance with Sections 1702 and 1724 of the Revised Code of Ohio and other local, state and federal law.

ARTICLE VIII—Construction and Amendment

Section 1. Construction & Separability

Each rule and regulation herein set forth shall be construed, if possible, in a manner consistent with the laws of Ohio, if and to the extent that any rule and regulation shall be deemed in conflict with any such law, such rule and regulation shall be void, but each rule and regulation shall be deemed separable from every other rule and regulation and its invalidity shall not affect any other rule or regulation.

Section 2. Amendment

These rules and regulations may at any time be amended or supplemented by majority vote of the Board of directors.

ARTICLE IX—Public Records Policy

**PORTAGE COUNTY PORTAGE COUNTY LAND REUTILIZATION CORPORATION BOARD OF DIRECTORS
PUBLIC RECORDS POLICY**

This policy is not intended to be legal advice. The policy contains a general template for addressing the requirements imposed by House Bill No. 9 mandating that each public office have a public records policy located: (1) at every location in which the public may access the public office's records; (2) in the public office's policies and procedures manual; and (3) with each of the public office's records custodians. The policy does not include legal authority for denying specific public records requests. Incorporation of these types of disclosure exemptions should be reviewed by legal counsel before implementation. Additionally, the template provided requires further explanation in order to make the policy administratively and operationally effective for a public office.

I. Purpose:

The Portage County Portage County Land Reutilization Corporation Board of Directors acknowledges that it maintains many records that are used in the administration and operation of the organization. To the extent its records are “public records” as that term is defined in R.C. 149.43 and in accordance with such state law and the Portage County Records Commission, the Portage County Portage County Land Reutilization Corporation Board of Directors has adopted the General Records Schedule that identifies these records. These schedules identify records that are stored on a fixed medium (paper, computer, film, etc.) that are created, received, or sent under the jurisdiction of the Portage County Portage County Land Reutilization Corporation Board of Directors and document the organization, functions, policies, decisions, procedures, operations, or other activities of the Directors’ office. (R.C. 149.011(G); R.C. 149.43(A) (1)). The records maintained by the Portage County Land Reutilization Corporation Office and the ability to access them are a means to provide trust between the public and the Portage County Land Reutilization Corporation.

II. Scope:

- A. Each office, department or function that maintains records has a designated employee who serves as the custodian of all records maintained by the office, department or function.
 - 1. Each record custodian has a copy of the Portage County Land Reutilization Corporation’s public records policy. (R.C. 149.43(E) (2)).
- B. The Portage County Land Reutilization Corporation’s public record policy, as well as the Portage County Portage County Land Reutilization Corporation’s Retention Schedule/General Records Schedule is located at every location in which the public may access the Portage County Land Reutilization Corporation records.
- C. The Portage County Land Reutilization Corporation public records policy is located in the Portage County Land Reutilization Corporation’s Rules and Regulations (By-Laws) manual.
- D. The Portage County Land Reutilization Corporation will display a poster which generally describes the Board of Directors’ public records policy at every location in which the public may access the Portage County Land Reutilization Corporation records.

III. Fees:

- A. The Portage County Portage County Land Reutilization Corporation Board of Directors, in accordance with Section 149.43 of the Revised Code, has established the following fees for provided copies or reproductions of public records maintained by the Portage County Land Reutilization Corporation:
 - 1. For photocopies of either letter or legal size documents, the fees shall be five cents (5 cents) per photocopy, with the first five (5) copies free of charge. Advance payment is required before any copies are prepared. Two sided photocopies shall be charged at a rate of five cents (5 cents) per sheet.
 - 2. For video tapes, CD’s, cassette tapes or for any other type of media, the fee shall be the replacement cost or the reproduction (copying) cost. Reproduction

costs may only be charged if a commercial or professional service is contracted to provide the copy.

3. Established costs/fees under this policy shall be clearly posted and visible for the public at all locations authorized to provide copies of public records.

IV. Availability

Inspection

- A. All public records maintained by the Portage County Land Reutilization Corporation shall be promptly prepared and made available for inspection to any person during regular business hours as well as a copy of the Portage County Land Reutilization Corporation's current records retention schedule(s). (R.C. 149.43 (B)(1)). (Promptness is to be determined by the facts and circumstances of each public records request). Regular business hours for the Portage County Land Reutilization Corporation Office are Monday through Friday (except holidays), from 8:00 AM to 4:30 PM.
- B. For the purpose of enhancing the ability of the Portage County Land Reutilization Corporation to identify, provide for prompt inspection as well as, provide copies of the requested items in a reasonable period of time, the Portage County Land Reutilization Corporation Office shall provide to the requester the Directors' Public Records Request form to the requester to complete.
 1. Prompt inspection and copies of records within a reasonable amount of time contemplates the opportunity for legal review.
 2. Although the Portage County Land Reutilization Corporation staff may ask the requestor to make the request in writing, for the requestor's identity, and may inquire about the intended use of the information requested, the requestor shall be advised that:
 - a. The requests are not mandatory; and
 - b. The requestor's refusal to complete the Public Records Request form does not impair the requestor's right to inspect and/or receive copies of the public record. (R.C. 149.42(B)(5)).
 3. Any person, including corporations, individuals, and even governmental agencies, may request public records, and will be allowed prompt inspection of public records and copies within a reasonable amount of time upon request.
- C. In the event a request is made to inspect and/or obtain a copy of a record maintained by the Portage County Land Reutilization Corporation whose release may be prohibited or exempted by either state or federal law, the request shall be forwarded to legal counsel for research and/or review. The person submitting the request shall be advised that their request is being reviewed by legal counsel to ensure that protected and/or exempted information is not improperly released by the Board of Directors.

- D. Records, whose release is prohibited or exempted by either state or federal law, or not considered public records as defined by R.C. 149.43(A)(1), shall NOT be subject to public inspection. The following represents a partial list of records maintained by the Portage County Portage County Land Reutilization Corporation Board of Directors that may not be inspected or copied.
 - 1. Portage County Portage County Land Reutilization Corporation Board of Directors' Departmental known records which are exempt from disclosure.

Public Records Request

A. Mailed Requests for Public Records:

- 1. Upon receiving a written request for copies of a public record made in accordance with section 149.43 of the Ohio Revised Code via the United States Postal Service, the Portage County Land Reutilization Corporation shall promptly respond to the request.
- 2. An authorized employer of the Portage County Land Reutilization Corporation shall, by any means practical, contact the requestor and advise them that advance payment is required prior to providing copies of public records, and in addition the fee shall also include the cost of postage and the envelope. (R.C. 149.43(B)(7)).
- 3. When practical, the Portage County Land Reutilization Corporation may forward copied records by any other means reasonably acceptable to the requestor.
 - a. If a person requests a copy of a public record, the Portage County Land Reutilization Corporation shall permit the requestor to choose to have the public record duplicated on paper or upon the same medium upon which the Portage County Land Reutilization Corporation maintains the public record or upon any other medium on which the record can reasonably be duplicated as an integral part of the normal operations of the Portage County Land Reutilization Corporation, or the responsible Portage County Land Reutilization Corporation employee for the public record. (R.C. 149.43(B)(6)(7)).
 - b. Persons seeking copies of public records are not permitted to make their own copies of the requested records by any means. (R.C. 149.43(B)(6)).
- 4. In accordance with section 149.43(B)(7) of the Ohio Revised Code, the Portage County Portage County Land Reutilization Corporation Board of Directors limits the number of requested public records, to be transmitted through the U.S. Mail, to a maximum of ten records per month, unless the requestor certifies that the records or information in them will not be used for commercial purposes.
 - a. "Commercial purposes" shall be narrowly construed and does not include reporting or gathering news, reporting or gathering information to assist citizen oversight or understanding of the operation or activities of government, or nonprofit educational research.

5. Authorized Portage County Land Reutilization Corporation employees shall comply with the following procedures upon receiving a valid public record request through the United States Postal System:
 - a. Portage County Land Reutilization Corporation employees shall promptly process requests.
 - b. Requestors shall be charged the postage fees and the cost of the envelope required to properly send the requested records through the mail.
- B. Written or verbal requests for copies made by the public records requestor or their designee shall be processed in the same manner as mailed requests.

Response and Denials

- A. Requests for inspection and/or copies of public records, which are not maintained by the Portage County Land Reutilization Corporation shall be processed in the following manner:
 1. If the Portage County Land Reutilization Corporation receives a request for a record that it does not maintain or the request is for a record which is no longer maintained, the requestor shall be so notified in writing utilizing the Public Records Request form that one of the following applies:
 - a. Their request involves records that have never been maintained by the Portage County Land Reutilization Corporation;
 - b. Their request involves records that are no longer maintained or have been disposed of or transferred pursuant to applicable Portage County Portage County Land Reutilization Corporation's General Records Schedule/ Record Retention and Disposition;
 - c. Their request involves a record that has been disposed of pursuant to an Application of the One-time Records Disposal (RC-1);
 - d. If the record that is requested is not a record used or maintained by the Portage County Land Reutilization Corporation, the requestor shall be notified that in accordance with Ohio Revised Code Section 149.40, that the Portage County Land Reutilization Corporation is under no obligation to create records to meet public record requests.
- B. **Ambiguous or Overly Broad Request for Public Records**

If a requestor makes an ambiguous or overly broad request or has difficulty in making a request for copies or inspection of public records such that the Portage County Land Reutilization Corporation responsible for the requested public record cannot reasonably identify what public records are being requested.

1. The Board of Directors may deny the request.

2. However, the Board of Directors shall provide the requestor with an opportunity to revise the request by informing the requestor of the manner in which records are maintained by the Portage County Land Reutilization Corporation Office in the ordinary course of business. (R.C. 149.43(B)(2)).

C. Denial of a Record Maintained by the Portage County Portage County Land Reutilization Corporation Board of Directors.

The Directors may deny a request for a record maintained by the Portage County Land Reutilization Corporation if:

1. The record that is requested is prohibited from release due to applicable state or federal law.
 - a. Employees of the Portage County Portage County Land Reutilization Corporation shall consult legal counsel if they are unsure of whether the record requested should be withheld from disclosure.
 - i. Employees may check the appropriate box on the Public Records Request form if they are simply applying the statutory exclusion.
 - ii. Otherwise, legal counsel will respond with the legal authority for a denial.
2. As governed by R.C. 149.43(B)(3), if a request is ultimately denied, in part or in whole, the Portage County Portage County Land Reutilization Corporation Board of Directors shall provide the requestor with an explanation, including legal authority, setting forth why the request was denied.
 - a. If the initial request was provided in writing then the explanation shall also be provided in writing.
 - b. The explanation shall not preclude the Portage County Portage County Land Reutilization Corporation Board of Directors from relying upon additional reasons or legal authority in defending an action commenced pursuant to R.C. 149.43.

D. Redacting Exempted Records/Procedure

1. "Redaction" means obscuring or deleting any information that is exempt from the duty to permit public inspection or copying from an item that otherwise meets the definition of a "record" in section 149.011 of the Ohio Revised Code (R.C. 149.43)(A)(11);
 - a. A redaction shall be deemed a denial of a request to inspect or copy the redacted information, except if federal or state law authorizes or requires a public office to make the redaction. (R.C. 149.43(B)(1)).
 - b. If a request is ultimately denied, in part or in whole, the Portage County Land Reutilization Corporation shall provide the requestor with an explanation, in-

cluding legal authority, setting forth why the request was denied. (R.C. 149.43(B)(3)).

2. If a public record contains certain information that is exempt from the duty to permit public inspection or to copy the public record, the Portage County Land Reutilization Corporation shall make available all of the information within the public record that is not exempt.
3. When making that public record available for public inspection or copying that public record, the Portage County Land Reutilization Corporation shall notify the requestor of any redaction or make the redaction plainly visible. (R.C. 149.43(B)(1)).
4. The releasing employee shall then reproduce a copy of the page with the redactions; the resulting copy shall be the page that is released to the requester.
5. The first reproduction page with the original redactions made by the employee is the work sheet. It shall be attached to the original record, and maintained in accordance with the retention period established for the original document.

Remedy

A. Grievances

1. If a person allegedly is aggrieved due to the inability to inspect a public record or due to the inability to receive a copy of the public record, the person shall be advised that they may:
 - a. Contact the Portage County Land Reutilization Corporation designee at (330) 297-3470.
 - b. If the person is not satisfied after contacting the departmental designee, they shall be advised that Ohio Revised Code section 149.43 provides a legal means for addressing their complaint in these disputes. (R.C. 149.43(C)(1)(2)).

V. Training and Education

The Portage County Portage County Land Reutilization Corporation continues to update and address all education, training, disclosure and policy requirements mandated by R.C. 109.43 and R.C. 149.43(E)(1)(2).

ARTICLE X—Conflict of Interest Policy

No contract, action (resolution), or transaction of the Portage County Land Reutilization Corporation is void or voidable because the contract, action, or transaction is (a) between or affects the corporation and one or more of its directors or officers (or any other entity in which one or more of the corporation's directors or officers are directors or officers), or (b) in which one or more of the corporation's directors or officers have a financial or personal interest, or (c) because one or more interested directors or officers participate in or vote to authorize the contract, action, or transaction, if either of the following applies:

(1) The material facts as to the director's relationship or interest and as to the contract, action, or transaction are disclosed or are known to the directors, and the directors, in good faith reasonably justified by the material facts, authorizes the contract, action, or transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors constitute less than a quorum of the directors; or

(2) The contract, action, or transaction is fair as to the corporation as of the time it is authorized or approved by the directors.

All directors (including interested directors) may be counted in determining the presence of a quorum at a meeting of the directors that authorizes such a contract, action, or transaction.

A director is not an interested director solely because the subject of a contract, action, or transaction may involve or effect a change in control of the corporation or the director's continuation in office as a director of the corporation.

Note that being a director, who is also an official, officer, or employee of a municipal corporation, township, county, or other political subdivision, shall not constitute an interest, either direct or indirect, in a contract or expenditure of money by such municipal corporation, township, county, or other political subdivision.

ARTICLE XI GENERAL ETHICS POLICY

Section 1. Statement of Intent and Purpose.

Notwithstanding that Revised Code Section 1724.10(B)(1) expressly provides that "*Membership on the governing board of a community improvement corporation does not constitute the holding of a public office or employment within the meaning of sections 731.02 and 731.12 of the Revised Code or any other section of the Revised Code*" and the conclusion of the Memorandum of Law in the Ethics and Conflict of Interest Policy regarding the application of Revised Code Chapter 102 to the Directors, Officers and employees of the Portage County Land Reutilization Corporation (the "Corporation"), the Directors of the Corporation, acknowledging the quasi-public nature of the Corporation and the public purpose for which it is organized, desire to voluntarily adopt, along with the Conflict of Interest Policy as set forth, an ethics policy (this "General Ethics Policy") that is to govern actions of the Corporation's Directors, Officers and employees in order to protect the public trust inherent in the Corporation's statutory purposes.

Section 2. Definitions.

As used in this Article X:

- A. "*Income*" includes gross income as defined and used in the "Internal Revenue Code of 1986," 100 Stat. 2085, 26 U.S.C. 1, as amended, and interest and dividends on obligations or securities of any state or of any political subdivision or authority of any state or political subdivision.
- B. "*Anything of material value*" means to the extent material, as defined below:
 - 1. Money, bank bills or notes, United States treasury notes, and other bills, bonds, or notes issued by lawful authority and intended to pass and circulate as money;
 - 2. Goods and chattels;
 - 3. Promissory notes, bills of exchange, orders, drafts, warrants, checks, or bonds given for the payment of money;
 - 4. Receipts given for the payment of money or other property;
 - 5. Rights in action;
 - 6. Things which savor of the realty and are, at the time they are taken, a part of the freehold, whether they are of the substance or produce thereof or affixed thereto, although there may be no interval between the severing and taking away;
 - 7. Any interest in realty, including fee simple and partial interests, present and future, contingent or vested interest, beneficial interests, leasehold interests, and any other interest in realty;
 - 8. Any promise of future employment;
 - 9. Every other thing of value, including, but not limited to, a contribution as defined in section 3517.01 of the Revised Code. For the purposes of this definition, "material" when used in the phrase "anything of material value" means anything with a monetary value in excess of \$400.
- C. "*Honorarium*" means any payment made in consideration for any speech given, article published, or attendance at any public or private conference, convention, meeting, social event, meal, or similar gathering. "Honorarium" does not include ceremonial gifts or awards that have insignificant monetary value; unsolicited gifts of nominal value or trivial items of informational value; or income received from any person for personal services rendered to that person that are customarily provided in connection with the practice of a bona fide business and that are wholly unrelated to the duties or services provided to the Corporation by the recipient in connection with the such person's employment by the Corporation.

Section 3. Prohibited Representations.

A present or former Director, Officer or employee of the Corporation is not permitted, during employment with or service to the Corporation or for a period of one year thereafter to represent a client or act in a representative capacity for any person on any matter in which the Director, Officer or employee personally participated as a Director, Officer or employee of the Corporation through decision, approval, disapproval, recommendation, the rendering of advice, investigation, or other substantial exercise of administrative discretion.

Section 4. Maintaining Confidentiality of Information.

A present and former Director, Officer or employee of the Corporation is prohibited from disclosing or using, without appropriate authorization, any information acquired by such Director, Officer or employee in the course of the Director's, Officer's or employee's official duties for the Corporation that is confidential because of statutory provisions, or that has been clearly designated to the Director, Officer or employee as confidential when that confidential designation is warranted because of the status of the proceedings or the circumstances

under which the information was received and preserving its confidentiality is necessary to the proper conduct of the Corporation's business.

Section 5. Prohibited Use of the Authority or Influence of Corporate Office or Employment.

A Director, Officer or employee of the Corporation is prohibited from using or authorizing the use of the authority or influence of his or her office or employment to secure anything of value or the promise or offer of anything of value that is of such a character as to manifest a substantial and improper influence upon the Director, Officer or employee with respect to that person's duties.

Section 6. Prohibition upon Solicitation or Acceptance of Things of Material Value.

A Director, Officer or employee of the Corporation is prohibited from soliciting or accepting anything of a material value that is of such a character as to manifest a substantial and improper influence upon the Director, Officer or employee with respect to that person's duties. For purposes of this Section, there is a rebuttable presumption that the acceptance of meals or casual entertainment from the same person or entity that does not exceed \$400 during a calendar year does not manifest a substantial and improper influence upon a Director, Officer or employee with respect to that person's duties. Reimbursement by a third party of the actual travel expenses of a Director, Officer or employee of the Corporation when traveling on or for official business of the Corporation for the purpose of making a speech or presentation about the Corporation or for educational or other charitable purposes shall be excluded from the application of this Section. This Section shall not be construed as prohibiting a Director, Officer or employee of the Corporation from accepting an Honorarium or a payment in reimbursement of travel, meal, and lodging expenses for a speech or presentation about or related to the work of the Corporation if voluntarily offered by a third party. Any such Honorarium shall be deposited into the general fund of the Corporation immediately upon the Director's, Officer's or employee's return to the Corporation. Payment in reimbursement of travel, meals, and lodging expense for such speech or presentation may be retained by the Director, Officer or employee so long as no reimbursement for the same expenses is sought from the Corporation. This Section shall not be construed as prohibiting a Director, Officer or employee of the Corporation from accepting an Honorarium, payment for engagement as a professional consultant or payment in reimbursement of travel, meal, and lodging expenses for a speech or presentation which is not directly about or related to the work of the Corporation, provided that the Honorarium, payment for professional consulting services or expenses, or any combination thereof, were paid in recognition of demonstrable business, professional, or esthetic interests of the Director, Officer or employee that exist apart from the Corporation and such person's employment by or service to the Corporation and that payment for professional consulting services or expenses, or any combination thereof, were not paid by any person or other entity, or by any representative or association of those persons or entities, that is doing business with, or seeking to do business with, the Corporation. This Section shall not be construed as prohibiting a Director, Officer or employee of the Corporation from accepting a paid consulting engagement arising out of such Director's, Officer's or employee's expertise about the functions of or his or her relationship to the Corporation and its mission if the payment for such an engagement is deposited into the general fund of the Corporation and if the acceptance of such an engagement will not adversely affect that person's duties with the Corporation.

Section 7. Requesting a Ruling from the Board of Directors.

Any Director, Officer or employee of the Corporation who is unsure of such person's compliance with the provisions of this Chapter in connection with an individual situation that arises may request that the Board of

Directors of the Corporation, in its absolute discretion, rule on the potential activity's compliance with the letter and spirit of this Chapter. If a Director of the Corporation avails himself or herself of the provisions of this Section 7, such Director shall not participate in any discussions among the other Directors or in their ruling related to such Director's requested ruling, except as the other Directors may request in connection with learning or clarification of the factual matters related to such situation.

Section 8. Violations of the General Ethics Policy.

If the Board of Directors has reasonable cause to believe that a Director, Officer or employee of the Corporation has violated this General Ethics Policy, it shall inform the Director, Officer or employee of the basis for such belief and afford such person an opportunity to explain the alleged violation. If, after hearing the response of such person and making such further investigation as may be warranted in the circumstances, the Board of Directors determines that such Director, Officer or employee has, in fact, violated this General Ethics Policy, it shall take appropriate disciplinary and corrective action, including, but not limited to, ordering mandatory withdrawal from the Board of Directors, if such person is a Director, or suspension or termination of employment, if such person is an Officer or employee. Nothing in this Article XI or anywhere else in this Ethics Policy shall be construed as prohibiting the Board of Directors of the Corporation from turning over evidence of an alleged violation of any provision of this Ethics Policy to local law enforcement authorities if it believes that the alleged violation may rise to the level of a criminal offense.